

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	: <b>Chapter 11</b>
	:
<b>LEHMAN BROTHERS HOLDINGS, INC., et al.,</b>	: <b>Case No. 08-13555 (SCC)</b>
	:
<b>Debtors.</b>	: <b>(Jointly Administered)</b>
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**ORDER TO SHOW CAUSE WHY RMBS TRUSTEES SHOULD NOT BE  
ENJOINED FROM PROCEEDING IN NEW YORK STATE COURT TO  
INTERPRET A SETTLEMENT APPROVED BY THIS COURT AS TO  
WHICH THIS COURT RETAINED EXCLUSIVE JURISDICTION  
AND TEMPORARY RESTRAINING ORDER**

Upon the motion of the Institutional Investors<sup>1</sup> under 11 U.S.C. § 105(a), seeking to enjoin the RMBS Trustees<sup>2</sup> and related transaction parties<sup>3</sup> from evading this Court's exclusive jurisdiction over the RMBS settlement agreement (the "Motion"), the affidavit pursuant to Local Rule 9077-1, and for good cause shown, it is

**ORDERED** that U.S. Bank National Association, Wilmington Trust, National Association, Citibank, N.A., Wells Fargo Bank, National Association, and all interested parties **SHOW CAUSE** before the Honorable Shelley C. Chapman, United States Bankruptcy Judge, at

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<sup>1</sup> The Institutional Investors are AEGON USA Investment Management, LLC, Blackrock Financial Management, Inc., Cascade Investment, L.L.C., The Federal Home Loan Bank of Atlanta, Goldman Sachs Asset Management, L.P., Invesco Advisers, Inc., Kore Advisors, L.P., Metropolitan Life Insurance Company, Pacific Investment Management Company LLC, SeaLink Funding Limited, The TCW Group, Inc., Thrivent Financial for Lutherans, Voya Investment Management, and Western Asset Management Company.

<sup>2</sup> The RMBS Trustees who are the subject of this motion are U.S. Bank National Association and Wilmington Trust, National Association.

<sup>3</sup> The related transaction parties who are the subject of this motion are Citibank, N.A. and Wells Fargo Bank, National Association.

the United States Bankruptcy Court for the Southern District of New York, Courtroom 623, One Bowling Green, New York, New York 10004 (the “Bankruptcy Court”) on April \_\_\_\_, 2018, at \_\_\_\_:\_\_\_\_ \_\_.m., **WHY** an order should not be entered permanently enjoining the petitioning parties in the Article 77 proceeding commenced in the Supreme Court of the State of New York, Country of New York, Index No. 651625/2018 (the “Article 77 Proceeding”) from any continuing any further proceedings in the Article 77 Proceeding; and it is further

**ORDERED** that pending the hearing and determination of the Motion, the petitioning parties in the Article 77 Proceeding are temporarily restrained from continuing any further proceedings in the Article 77 Proceeding; and it is further

**ORDERED** that good and sufficient service of this Order and the Motion shall be made if served by hand or by overnight courier, and by electronic mail, upon counsel for the petitioners in the Article 77, (i) Hahn & Hessen LLP, attorneys for Wells Fargo Bank National Association, 488 Madison Avenue, New York, New York 10022 (Att: Zachary G. Newman, Es., Stephen J. Grable, Esq. and Brigitte R. Rose, Esq.); (ii) Faegre Baker Daniels LLP, attorneys for Wells Fargo Bank National Association, 2200 Wells Fargo Center, 90 S. Seventh Street, Minneapolis, Minnesota 55402 (Att: Robert L. Schnell, Esq., Stephone M. Mertz, Esq., Michael F. Doty, Esq. and Ryan G. Milligan, Esq.); (iii) Alston & Bird LLP, attorneys for Wilmington Trust, National Association, and Wilmington Trust Company, 90 Park Avenue, New York, New York 10016 (Att: Alexander S. Lorenzo, Esq.); (iv) Morgan, Lewis & Bockius LLP, attorneys for U.S. Bank National Association, 101 Park Avenue, New York, New York 10178 (Att: Michael S. Kraut, Esq. and John M. Vassos, Esq.) and 1701 Market Street, Philadelphia, Pennsylvania 19103 (Att: Kurt W. Rademacher, Esq.); and (v) Mayer Brown LLP, attorneys for Citibank, N.A., 1221

Avenue of the Americas, New York, New York 10020-1001 (Att: Christopher J. Houpt, Esq. and Jarman D Russell, Esq.), not later than April \_\_\_\_, 2018; and it is further

**ORDERED** that opposing papers, if any, to the Motion must be made in writing, state with particularity the grounds therefor, conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, be filed electronically in text searchable portable document format (PDF) with the Court in accordance with General Order M-399 (General Order M-399 can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov), the official website for the Court), by registered users of the Court's case filing system and by all other parties in interest (with a hard-copy delivered directly to the Judge's Chambers), and be served in accordance with General Order M-399, and upon the following: (i) the chambers of the Honorable Shelley C. Chapman, One Bowling Green, New York, New York 10004, Courtroom 623; (ii) Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, New York 10019 (Attn: Paul V. Shalhoub, Esq. and Todd G. Cosenza, Esq.) and Rollin Braswell Fisher LLC, 8350 East Crescent Parkway, Suite 100, Greenwood Village, Colorado 80111 (Attn: Michael A. Rollin, Esq. and Maritza D. Braswell, Esq.), attorneys for LBHI and certain of its affiliates; (iii) Becker, Glynn, Muffly, Chassin & Hosinski LLP, 299 Park Avenue, New York, New York 10171 (Attn: Chester B. Salomon, Esq. and Alec P. Ostrow, Esq.) and Gibbs & Bruns, LLP, 1100 Louisiana, Suite 5300, Houston, Texas 77002 (Attn: Kathy D. Patrick, Esq., and David Sheeren, Esq.), attorneys for the Institutional Investors; (iv) the Office of the United States Trustee for the Southern District of New York, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, New York 10014 (Attn: William K. Harrington, Esq., and Andrea B. Schwartz, Esq.); so as to be actually filed and received no later than April \_\_\_\_, 2018, at \_\_\_\_:\_\_\_\_.m.

Dated: New York, New York

April \_\_\_\_\_, 2018, at \_\_\_\_:\_\_\_\_ \_\_.m.

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HONORABLE SHELLEY C. CHAPMAN  
UNITED STATES BANKRUPTCY JUDGE